

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.</b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**

**08-13555 (JMP)**

**(Jointly Administered)**

**SUPPLEMENT TO THE TENTH INTERIM FEE APPLICATION OF  
BINGHAM McCUTCHEN LLP, SPECIAL COUNSEL FOR THE DEBTORS,  
FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED**

TO THE HONORABLE JAMES M. PECK,  
UNITED STATES BANKRUPTCY JUDGE:

Bingham McCutchen LLP ("Bingham"), special counsel for Lehman Brothers Holdings, Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases (collectively, the "Debtors"), files its Supplement to the Tenth Interim Fee Application (the "Supplement") seeking certain additional reimbursement of actual and necessary expenses incurred in connection with its representation of the Debtors from October 1, 2011 through March 6, 2012, (the "Tenth Interim Fee Period"), pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). In support of this Supplement, Bingham respectfully states as follows:

1. On May 21, 2012, Bingham filed its Tenth Interim Fee Application (the "Application") [Docket No. 27965], seeking Court approval and allowance for compensation for professional services rendered to the Debtors and reimbursement of actual and necessary expenses incurred from October 1, 2011 through March 6, 2012, in the aggregate of \$2,733,159.75 and \$297,387.52, respectively. Bingham McCutchen LLP and the Fee Committee

are currently negotiating any potential reductions to fees for professional services rendered or for expenses incurred by Bingham in the Tenth Interim Period.

2. Since the date of the filing of the Application, Bingham processed an invoice for certain consulting services provided at Bingham's request in connection with its representation of the Debtors. The expense was associated with work performed during the Tenth Interim Period, which work was specifically requested by Bingham, and approved of by the Debtors. The work of the consultants was necessary, reasonable, and justified to serve the needs of the Debtors, their estates, and creditors, and Bingham made every effort to minimize its expenses in these cases, which provided a benefit to the Debtors and their estates. The total amount of the invoice is \$138,082.50.

3. By this Supplement, Bingham hereby supplements its pending Application to increase the amount of the reimbursements sought for expenses from \$297,387.52 to \$435,470.02. In all other respects, the Application shall remain the same and unaffected by this Supplement. An Amended Summary Statement reflecting the revised Expenses Incurred During the Tenth Interim Fee Period is attached hereto as Exhibit A and made a part hereof.

4. The Supplement was prepared in accordance with: (a) the Administrative Order Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, approved by the Board of Judges on April 19, 1995 (the "Local Guidelines"); (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, issued January 30, 1996 (*the* "UST Guidelines"); and (c) the Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, dated April

14, 2011 [Docket No. 15997] (the “Interim Fee Order,” and collectively with the Local Guidelines and the UST Guidelines, the “Guidelines”). Pursuant to the Guidelines, a certification regarding compliance with the same is attached hereto as Exhibit B.

5. In preparing this Supplement, Bingham has also reviewed and considered the Fee Committee Reports Pertaining to the Interim Fee Applications of All Retained Professionals (the “Committee Reports”) [Docket Nos. 4655, 5104, 6165, 7498, 10947 and 18603, respectively]. Bingham has also received specific guidance from the Fee Committee in connection with the Fee Applications previously submitted and has considered such guidance in preparing this Supplement.

6. Other than pursuant to the Interim Fee Order and as set forth in the Application, Bingham has not received payment or promises of payment from any source for services rendered or to be rendered in these Chapter 11 Cases during the Tenth Interim Fee Period. There is no agreement or understanding between Bingham and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases. Bingham has not received a security retainer or advance payment for fees and expenses incurred in connection with its representation of the Debtors in these Chapter 11 Cases.

7. Pursuant to the Guidelines, Exhibit A contains an Amended Categorical Summary of Expenses billed during the Tenth Interim Fee Period reflecting the increase of consultant expenses from November 15, 2011 to March 6, 2012.

8. To the extent that time or expense charges for services rendered or expenses incurred relate to the Tenth Interim Fee Period, but were not processed prior to the preparation of the Application or the Supplement, Bingham reserves the right to request

additional compensation for such services and reimbursement of such expenses in a future application.

9. In sum, the supplemental expense for which reimbursement is sought was necessary and beneficial to the Debtors' estates and reimbursement herein is warranted.

#### Notice

10. Notice of this Supplement will be served on August 21, 2012, in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case management and administrative procedures for these cases [Docket No. 9635] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all parties who have requested notice in these Chapter 11 Cases. Notice will also be given to each of the retained professionals in these Chapter 11 Cases. Bingham submits that no other or further notice need be provided.

#### Conclusion

WHEREFORE Bingham respectfully requests that the Court enter an order (i) awarding Bingham interim compensation from the Debtors for fees accrued for actual and necessary professional services rendered during the Tenth Interim Fee Period in the aggregate amount of \$2,733,159.75, (ii) allowing Bingham interim reimbursement for actual and necessary expenses incurred during the Tenth Interim Fee Period in the aggregate amount of \$435,470.02, (iii) holding that the allowance of such interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Bingham's right to seek additional compensation for services performed and expenses incurred during the

Tenth Interim Fee Period which were not processed at the time of this Supplement; and (iv) granting Bingham such other and further relief as it deems just and proper.

Dated: August 21, 2012  
Washington, D.C.



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